

6. Minutes of Meetings

- 6.1. The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

7. Duties

7.1. The Committee will:

- 7.1.1. regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes;
- 7.1.2. give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future;
- 7.1.3. be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise;
- 7.1.4. before making an appointment, evaluate the balance of skills, knowledge and experience on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 7.1.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 7.1.4.2 consider candidates from a wide range of backgrounds; and
 - 7.1.4.3 consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- 7.1.5. keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the market place;
- 7.1.6. keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 7.1.7. review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and

- 7.2. The Committee will also make recommendations to the Board concerning:
- 7.2.1. plans for succession for both executive and non-executive directors and in particular for the key roles of Chairman and Chief Executive;
 - 7.2.2. suitable candidates for the role of senior independent director;
 - 7.2.3. membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;
 - 7.2.4. the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 7.2.5. the re-election by shareholders of any director under the 'retirement by rotation' provisions in the company's constitution having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 7.2.6. any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
 - 7.2.7. the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full board.
 - 7.2.8. annually review the required mix of skills, experience, diversity and other qualities, including core competencies and effectiveness of the Board, as a whole, the board committees and contribution of each individual directors. All evaluation carried out by the nomination committee in the discharge of its functions should be properly documented.
 - 7.2.9. To facilitate Board induction and training programmes to newly appointed directors.
 - 7.2.10. To oversee appointment, management succession planning and performance evaluation of Key Responsible Persons (other than Directors and Board Committee).
 - 7.2.11. To facilitate achievement of board gender diversity policies, targets and measures to achieve it.
 - 7.2.12. To ensure the Board carry out the annual assessment of the independence of independent directors.
 - 7.2.13. To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors.

8. Reporting Responsibilities

- 8.1. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 8.2. The Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used.

9. Other

- 9.1. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10. Authority

- 10.1. The Committee is authorised to seek any information it requires from any employee of the company in order to perform its duties.
- 10.2. The Committee is authorised to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.